

# **EXHIBIT G**

January 15, 2009

Star Publishing Company  
c/o Lee Enterprises, Inc.  
201 N. Harrison  
Davenport, IA 52801

Attention: Karen J. Guest  
VP-Law, CLO

Re: Amended and Restated Joint Operating Agreement, dated as of  
December 22, 1988, between Star Publishing Company ("Star") and  
Citizen Publishing Company ("Citizen") (the "Contract")

Dear Ms. Guest:

In consideration of the significant deterioration in the economic viability of the Tucson Citizen and adverse developments in the newspaper industry generally, Citizen has decided to solicit offers from third parties to purchase the masthead and the other assets of the Tucson Citizen described in the Confidential Memorandum prepared by Broadwater & Associates (the "Newspaper Assets") pursuant to an auction process and, if such process is unsuccessful as of 6:00 p.m. (Mountain Daylight Time) on March 21, 2009, to shut down the operations of the Tucson Citizen. The closing of any sale of the Newspaper Assets or shutting down of the operations of the Tucson Citizen is referred to herein as the "Closing Date." All capitalized terms not otherwise defined herein shall have the meanings set forth in the Contract.

In connection with the planned announcement of the auction process by Gannett Co., Inc., we have agreed upon the following:

1. From and after the Closing Date, Star and Citizen shall each continue to have a 50% interest in the assets, liabilities, profits and losses of TNI Partners (the "Partnership") and the Partnership Agreement shall continue in full force and effect, except that (a) the purpose of the Partnership shall be to operate a single newspaper, The Arizona Daily Star, and (b) all direct or indirect references to the Tucson Citizen shall be deleted.

2. From and after the Closing Date, the Contract shall continue in full force and effect, except that (a) all references to the Newspaper Preservation Act, 15 U.S.C. § 1801 *et seq.* ("NPA"), shall be deleted and the NPA shall no longer govern the operation of the newspapers, and (b) all direct or indirect references to the Tucson Citizen (including, but not limited to, its news department, allocation of news space, capital assets and Editorial Expense) shall be deleted.

3. In the event of a sale of the Newspaper Assets, the License Agreement, dated December 26, 1988, between Citizen, as licensor, and the Partnership, as licensee (the "License Agreement"), shall terminate without liability.

4. Any purchaser of the Newspaper Assets from Citizen pursuant to the auction process described above shall not assume the obligations of Citizen under the Partnership Agreement, the License Agreement or the Contract. Furthermore, the 30-day advance notice

12348730.1

CONFIDENTIAL

GCICIT 0007356

Star Publishing Company  
January 15, 2009  
Page 2

requirement pursuant to Section 5.5(b) of the Contract is hereby waived by Star with respect to any sale of the Newspaper Assets pursuant to the auction process described above.

5. Star and Citizen agree to negotiate in good faith an amendment to or restatement of the Contract and the Partnership Agreement which reflects the terms set forth above and to execute and deliver such amendments on or prior to the Closing Date.

6. Each party shall be responsible for its own expenses incurred in connection with this letter agreement, provided that (a) Citizen will be solely responsible for the fees and expenses of Broadwater & Associates and legal fees and expenses incurred in connection with the preparation of an asset sale agreement and the documentation and closing of a sale transaction (the "Sale Expenses") up to the amount of the sale proceeds received by Citizen if the Newspaper Assets are sold pursuant to the auction process described above, (b) Star and Citizen will share equally any and all Sale Expenses in excess of the amount of the sale proceeds received by Citizen, and (c) Star and Citizen will share equally any and all other costs and expenses relating to or arising from the sale or shut-down of the Tucson Citizen.

7. Except as expressly set forth in this letter agreement, the terms of the Contract, the Partnership Agreement and the License Agreement are not modified or changed and shall remain in full force and effect. This letter agreement is governed by the laws of the State of Delaware, without regard to its conflict of laws principles. Any dispute between the parties hereto relating to this letter agreement shall be resolved in a court located in the Commonwealth of Virginia, without a jury, and the parties hereby submit to the jurisdiction and venue of any such court. This letter agreement may not be changed orally, but only by an agreement in writing and signed by the party against whom enforcement of any waiver, modification or discharge is sought.

Sincerely,

CITIZEN PUBLISHING COMPANY  
(individually and on behalf of the Partnership)

By: Daniel D. Thuman Jr.

Title: AUTHORIZED REPRESENTATIVE

Accepted and approved:

STAR PUBLISHING COMPANY  
(individually and on behalf of the Partnership)

By: [Signature]

Title: TREASURER

12348730-9

CONFIDENTIAL

GCICIT 0007355

# **EXHIBIT H**

# **EXHIBIT I**

SEARCH **FOR IMMEDIATE RELEASE***Friday, January 16, 2009***Gannett offers to sell assets of the Tucson Citizen**

McLEAN, VA – Gannett Co., Inc. (NYSE: GCI) today said it is offering to sell certain assets of the Tucson (AZ) Citizen. If a sale is not completed by March 21, 2009, Gannett said it will have to close the newspaper.

"The Tucson Citizen has been part of Gannett since 1976 and we deeply regret having to take this step. But dramatic changes in our industry combined with the difficult economy – particularly in this region – mean it is no longer viable for our partnership with Lee Enterprises Incorporated to produce two daily newspapers in Tucson," said Bob Dickey, president of the U.S. Community Publishing division of Gannett. "We applaud the hard work and ongoing efforts of our employees at the newspaper. Their dedication to journalism and to the community of Tucson deserves the highest praise. We hope for a quick and positive response to this offer."

The Tucson Citizen is an afternoon newspaper that publishes Monday through Saturday. It is one of the two newspapers produced by TNI Partners as part of a joint operating arrangement (JOA) under the Newspaper Preservation Act. The Arizona Daily Star, which is owned by a subsidiary of Lee Enterprises Incorporated, is the second newspaper in the JOA. TNI Partners provides the production, distribution, sales and other non-editorial business functions for both the Citizen and The Star.

Each newspaper maintains a separate newsroom and the editorial operations of the newspapers are entirely independent. Average daily circulation of the Citizen is 19,851, according to the latest Audit Bureaus of Circulation report. Founded in 1870, the Tucson Citizen has been part of a JOA since 1940.

Offers should be directed to Robert J. Broadwater, managing director of Broadwater & Associates LLC, at (914) 961-5700 or [broadwater@broadwaterllc.com](mailto:broadwater@broadwaterllc.com).

Gannett Co., Inc. is a leading international news and information company that publishes 85 daily newspapers in the USA, including USA TODAY, the nation's largest-selling daily newspaper. The company also owns nearly 900 non-daily publications in the USA and USA WEEKEND, a weekly newspaper magazine. Gannett subsidiary Newsquest is the United Kingdom's second largest regional newspaper company. Newsquest publishes 17 daily paid-for titles, more than 200 weekly newspapers, magazines and trade publications, and a network of award-winning Web sites. Gannett also operates 23 television stations in the United States and is an Internet leader with sites sponsored by its TV stations and newspapers including USATODAY.com, one of the most popular news sites on the Web.

*For media inquiries, contact:*

Tara Connell  
Vice President of Corporate Communications  
(703) 854-6049  
[tconnel@gannett.com](mailto:tconnel@gannett.com)

# **EXHIBIT J**

**DECLARATION OF STEPHEN HADLAND**

I, Stephen Hadland, declare as follows:

1. I am one of the shareholders of the Santa Monica Media Company, LLC (SMMC).

I am also the Publisher of the Observer newspapers, which serve Culver City, Santa Monica, Westchester, and Marina Del Rey, California. I have 38 years of experience in the newspaper business. Along with one of my partners in SMMC, I have been negotiating with Gannett for SMMC to purchase certain assets relating to the *Tucson Citizen*.

2. SMMC has offered to buy the *Tucson Citizen* assets that Gannett has offering to sell. Those assets are basically limited to the intellectual property of the *Tucson Citizen*, and consist of: the name "Tucson Citizen," the newspaper's web site, the newspaper's archives (or "morgue"), lists of the names of subscribers and advertisers, names of the independent contractors who handle home delivery, a small amount of editorial equipment, principally cameras, and certain assignable contracts such as the one the *Tucson Citizen* has with The Associated Press. (Gannett also is offering to sell transition services that will ensure that the *Tucson Citizen* is published during the ownership transfer.) I understand that Gannett is not selling an ongoing newspaper operation. If SMMC buys the *Tucson Citizen* assets, it will have to set up its own departments for news, advertising, and subscriptions, arrange for the printing and distribution of the newspaper, and build a revenue stream for the *Tucson Citizen*.

3. I also am aware that Gannett is selling the *Tucson Citizen* assets outside of the Joint Operating Agreement (JOA) it has with the owner of the competing newspaper, the *Arizona Daily Star*, and that even if Gannett sells the *Tucson Citizen* assets to SMMC, SMMC will not be part of the JOA with the owner of the *Arizona Daily Star*. I am familiar with the sale of a JOA newspaper's assets separate from any interest in the JOA, as I attempted to buy one of the daily



newspapers in Honolulu that had previously been in a JOA.

4. If Gannett sells the *Tucson Citizen* to SMMC, we plan on continuing the *Tucson Citizen* as a daily local newspaper published in print. We also plan on competing aggressively against the *Arizona Daily Star* both editorially and on price to capture advertisers and readers.

5. SMMC's bid for the *Tucson Citizen* assets is based on the idea that it would be a foolish business decision for SMMC to spend huge amounts of money to pay Gannett for something Gannett will close. As such, on March 10, 2009, SMMC submitted a written bid for the *Tucson Citizen* assets, offering \$10,000 and agreeing to the other terms that Gannett had placed on the sale. On March 11, Gannett's broker, Robert Broadwater, said that SMMC was clearly a financially capable buyer and one that clearly had newspaper experience. But Mr. Broadwater told us that SMMC's offer was too low. On March 12, 2009, SMMC increased its offer price to \$100,000, again agreeing to the other terms that Gannett has placed on the sale. On March 13, Dan Ehrman (who identified himself as Gannett's Vice President, Planning and Development) said that SMMC's \$100,000 offer was well below what Gannett considered appropriate, and that Gannett wanted SMMC to increase its offer to \$1 million. On March 17, SMMC increased its offer to \$250,000, and Gannett countered with a demand of \$800,000.

6. Based on Gannett's conduct and statements to us, we believed that Gannett's principal interest was to get the highest total purchase price it could for the *Tucson Citizen* assets. And, based on my experience, I believe that when a seller wants a higher total purchase price than the buyer is willing to pay, a possible compromise is for the seller to take some money up front and some over time. While SMMC does not want to pay more than \$250,000 up front, we thought we could get closer to Gannett's preferred total purchase price by paying some money over time. Thus, on April 9, we tried to continue the negotiations by offering \$400,000, paid over five years.

05/15/2009 16:27 16025429088

AGD

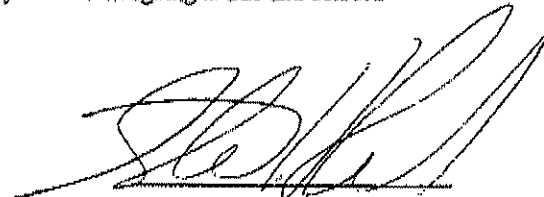
PAGE 04/05

Gannett's response was to terminate the negotiations.

7. I was disappointed and saddened to learn of Gannett's outright rejection (with no counteroffer) of our latest proposal. I believed we were negotiating in good faith and that we were very close to reaching an agreement. I believe that we made a fair and bonafide offer for little more than the name "Tucson Citizen," the website "[www.tucsoncitizen.com](http://www.tucsoncitizen.com)," and the archives. I do not consider \$800,000 a fair price for the limited set of *Tucson Citizen* assets being offered for sale, and I do not see how Gannett can place a value of \$800,000 on a newspaper it will otherwise close. Despite Gannett's rejection, SMMC remains willing and able to pay \$250,000 up front or \$400,000 over time (with some money up front), and to continue negotiations to purchase the *Tucson Citizen* assets (as well as the terms and price of the transition services).

8. SMMC wants to do business in the Tucson market only if it can acquire the *Tucson Citizen* assets in their current state, i.e., with the associated goodwill and reputation that it has with readers and advertisers. However, if Gannett stops publishing the *Tucson Citizen*, the value of the *Tucson Citizen* assets will fall significantly and quickly. There is little chance that a closed newspaper will be able to reopen and reclaim its advertisers, subscribers, and credibility. In short, the value I would place on the intellectual property of a closed newspaper quickly diminishes to zero. And, without the *Tucson Citizen* assets at their current quality, competing against the *Arizona Daily Star* would be an extremely difficult task, one that we are not willing to undertake.

I declare under penalty of perjury that the foregoing is true and correct.



05/15/2009 16:27 16025429088

AGD

PAGE 05/05

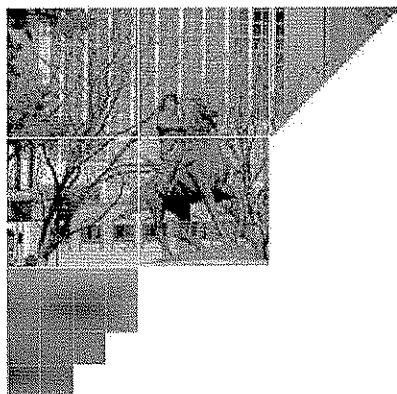
Stephen Hadland

Executed on: May 15, 2009  
in Culver City, California

# **EXHIBIT K**



Tucson Newspapers  
Arizona Daily Star  
Tucson Citizen  
tucson.com



## TUCSON'S NEWSPAPERS

[HOME]

### WHO IS TUCSON'S NEWSPAPERS?

In 1940, when Tucson's population was fewer than 60,000, the Tucson Citizen and The Arizona Daily Star entered into a joint operating agreement that combined the business operations of both newspapers. The agency formed was Tucson Newspapers Inc., now officially called TNI Partners doing business as Tucson's Newspapers.

The Arizona Daily Star and the Tucson Citizen maintain their editorial independence and compete vigorously for the news, at the same time sharing all production facilities and the advertising, marketing, circulation, finance, IT and human resources departments.

### OUR MISSION:

Because an independent, credible and profitable free press is vital to preserving a free society, we shall passionately strive to be the leading, most successful and most compelling news and information providers in all areas we serve.

### PRODUCTS:

**Arizona Daily Star | Tucson Citizen**

 [www.azstarnet.com](http://www.azstarnet.com)

[www.tucsoncitizen.com](http://www.tucsoncitizen.com)

**tucson.com**  
POWERED BY TUCSON'S NEWSPAPERS



**Tucson Classified**  
in print and online at tucson.com

### RESOURCES:

[MEDIA KIT]

Learn about print and online advertising opportunities

[WORK HERE]

View current employment opportunities  
Apply for a position online  
Email a job to a friend  
See what employee benefits are available

**[SUBSCRIBER SERVICES]**

Take control of your newspaper subscription online  
Start, stop, renew or even change the delivery address of  
your newspaper subscription

**[CONTACT US]**

Contact information

# **EXHIBIT L**



1 of 1 DOCUMENT

Copyright 2009 Associated Press  
All Rights Reserved  
The Associated Press State & Local Wire

March 15, 2009 Sunday 5:14 PM GMT

**SECTION: BUSINESS NEWS**

**LENGTH:** 953 words

**HEADLINE:** Tucson Citizen to close March 21 after 138 years

**BYLINE:** By ARTHUR H. ROTSTEIN, Associated Press Writer

**DATELINE:** TUCSON Ariz.

**BODY:**

Marshall Wyatt Earp's fabled 1881 shootout at the OK Corral in Tombstone was reported this way:

"A day when blood flowed as water, and human life was held as a shuttlecock, a day always to be remembered as witnessing the bloodiest and the deadliest street fight that has ever occurred in this place, or probably in the territory."

For nearly 140 years, the Tucson Citizen has told the stories of Southern Arizona, but on Saturday (March 21), the state's oldest newspaper will tell its last its own.

Gannett Co. Inc., the nation's largest newspaper publisher, announced in January it would close the Citizen if it didn't find a buyer for certain assets. Robert J. Dickey, president of Gannett's U.S. Community Publishing, said the paper was losing money and was a drain on Gannett operations.

The Citizen becomes the latest casualty of a newspaper industry struggling to survive despite the tough economy, dwindling advertising revenues and Internet competition. The battle has been especially tough in two-newspaper towns.

E. W. Scripps Co. closed the 150-year-old Rocky Mountain News, one of two daily newspapers in Denver, in February. Hearst Corp. has said it will close or sell the San Francisco Chronicle if it can't slash expenses, and has laid out plans to close the Seattle Post-Intelligencer if a buyer isn't found before April.

Four newspaper companies, including the owners of the Los Angeles Times and Chicago Tribune and The Philadelphia Inquirer, have sought Chapter 11 bankruptcy protection in recent months.

The Citizen, an afternoon newspaper, has struggled for years against the Arizona Daily Star, a 117,000-circulation morning newspaper owned by Lee Enterprises. During the Citizen's heyday in the 1960s, circulation was about 60,000; today, it's 17,000.

Editor Jennifer Boice said the Citizen's closure is a loss for the Star, the community and journalism.



Tucson Citizen to close March 21 after 138 years The Associated Press State & Local Wire March 15, 2009 Sunday  
5:14 PM GMT

"It's a loss because what we do makes the Star better, the Star makes us better, and because of that, the community gets better information," said Boice, who started at the paper 25 years ago as a business writer. "It's more than the sum of the parts."

The Arizona Citizen was founded on Oct. 15, 1870, by John Wasson, a newspaper man from California, with behind-the-scenes help from Richard McCormick, the territory's governor and later territorial delegate to Congress.

The paper changed ownership several times over the next 100 years until Gannett bought it in 1976, just a few years after a U.S. Supreme Court case involving the Citizen led Congress to pass the Newspaper Preservation Act and new rules for joint-operating agreements for competing newspapers doing business together. Gannett also changed the name to the Tucson Citizen.

During its lifetime, the Citizen reported on Arizona's biggest stories, including the 1881 gunfight at the OK Corral and the 1934 arrest of bank robber John Dillinger and three other gang members hiding out in Tucson.

"It has such a long history," Arizona historian Marshall Trimble said. "That makes it part of Arizona history, and it's just another piece of our history that's going away."

Michael Chihak, the Citizen's former editor and publisher who retired last summer, spent a significant portion of his life with the paper. His grandfather was a pressman at the Citizen in the 1940s. As a boy, Chihak delivered the paper on his bicycle and was a high school stringer. He later became a reporter and editor, working for other news organizations along the way, and returned to the Citizen as its publisher and chief executive in 2000.

"It was more than a career, more than a job, it was part of my life," said Chihak, who is now executive director of a nonprofit foundation in San Francisco.

He said it's heartbreaking to see the demise of the Citizen, and "the loss of all the jobs of the finest journalists I knew."

Newspapers remain at the forefront of gathering and disseminating information, Chihak said, "but obviously the emphasis has shifted to other means of distribution, and of gathering, for that matter."

More than 60 newsroom employees will lose their jobs because of the closure, but Tucson Newspapers Inc., which oversees the Gannett-Lee Enterprises business operations under the JOA, will continue until at least 2015.

Star publisher John Humenik couldn't comment on the Citizen's closure because of pending legal issues related to the JOA, but Lee spokesman Daniel Hayes said, "it's always unfortunate when a community voice is lost."

The final Citizen will be a 24-page commemorative edition delivered on Saturday. About 20,000 copies will be printed and available in news racks for a couple of days.

The Citizen's staff continues to work as hard and as skillfully as ever in its waning days, said Bruce Johnston, who joined the Citizen 36 years ago.

"We're professionals," he said. "We're treating every day like it normally is, even though there's a lot of gallows humor around here."

Except for the stacks of boxes and large trash bins lining the newsroom to catch years' worth of notebooks and paper stacked atop desks, it was business as usual. Reporters continued to call sources, plan coverage and share laughs.

But they also shared tidbits about mostly fruitless job searches, punctuated by sighs and knowing nods as they prepared for their final week at their newspaper and for many, likely their final week in the business.

Tucson Citizen to close March 21 after 138 years The Associated Press State & Local Wire March 15, 2009 Sunday  
5:14 PM GMT

Associate Editor Mark Kimble, a 34-year veteran, said he worries about what closures like the Citizen's mean for the future of journalism.

There are "fewer sets of eyes looking at what government is doing and keeping an eye on the things that I think we all take seriously," Kimble said. "That's very unfortunate."

On the Net:

Tucson Citizen: <http://www.tucsoncitizen.com>

**LOAD-DATE:** March 16, 2009